

UNIVERSITY OF ABERDEEN

UNIVERSITY COURT

MINUTES OF MEETING HELD ON 22 MARCH 2022

(in the Institute of Medical Sciences and via Teams)

Present: Julie Ashworth (in the Chair for items 118 to 135, 146 to 151 and 155 onwards), Colette Backwell, Eleanor Bentley George Boyne, Martina Chukwuma-Ezike (in the Chair for items 115 to 117), Owen Cox, Alisa Koester, Helen Martin, Gary McRae, Lyndsay Menzies, Caryn Miller, Martin Mills, Anne Minto, Iain Percival, Charlotte Pope-Williams, Joachim Schaper, Diane Skåtun, Otto Thoresen, Camilo Torres Barragán (via Teams – minutes 115 to 145), Robert Traynham and Neil Vargesson.

In attendance: Marion Campbell (via Teams), Rob Donelson, Debbie Dyker, Pete Edwards, Jenny Fernandes, Karl Leydecker (via Teams), Tracey Slaven, Alan Speight, Ruth Taylor, Phil McNaull, Iain Torrance KCVO, and Bruce Purdon.

Apologies for absence were received from Keith Anderson, Nick Edwards and Iain Mackay.

WELCOMES AND RECTOR'S REPORT

- 115 The Senior Governor welcomed Martina Chukwuma-Ezike to her first meeting of Court as the new Rector who, in keeping with the Court's agreed Rector and Senior Governor protocol, then opened the meeting and provided her report before the Chair reverted to the Senior Governor (from minutes 118 onwards).
- 116 The Court joined the Rector in welcoming Professor Amy Bryzgel, School of Language, Literature, Music and Visual Culture, to her first meeting as a Senate Assessor member of Court.
- 117 The Rector opened the meeting and provided a report outlining the key priorities from her manifesto in supporting and representing the student community and, as a proud member of the Aberdeen family of graduates, her commitment to championing the Aberdeen 2040 Strategy and to promoting the reputation of the University. The Rector thanked the staff and students of the University for the welcome and support she had received since taking up the role.

TRIBUTE TO PROFESSOR SIR DUNCAN RICE, FORMER PRINCIPAL AND
VICE-CHANCELLOR

- 118 The Court marked with great sadness the recent passing of the University's former Principal, Professor Sir Duncan Rice. The Pro-Chancellor, Professor Iain Torrance, provided a tribute highlighting key points in Sir Duncan's life and career, as an Aberdonian, an Aberdeen graduate, his academic career in the United States of America and his many achievements as Principal in leading the University for 14 years, noting that he would be remembered as one of the University's great Principals.

DECLARATIONS OF INTEREST, BUSINESS FOR DISCUSSION AND
REMINDER OF COURT AND MEMBER RESPONSIBILITIES

- 119 The Court noted the standing reminder of the responsibilities of Court and members as charity trustees (*copy filed with the principal copy of the Minutes*).
- 120 The interests of staff members in the Universities Superannuation Scheme (USS) were noted.

MINUTES

- 121 The Minutes of the meeting held on 23 November 2022 were approved (*copy filed with the principal copy of the Minutes*).

ACTION LOG, MATTERS ARISING AND DECISIONS BY CIRCULATION

- 122 The Court noted the updated Action Log (*copy filed with the principal copy of the Minutes*).
- 123 The Senior Governor noted that with regard to minutes 82-88, the discussion with the Scottish Funding Council on its Pathfinder Initiative, she would be attending a meeting on the issue with the Scottish Government Minister for Further Education, Higher Education and Science of Scotland later that week and noted that the Court was due to meet informally later that day with the board members of the Robert Gordon University and North-East Scotland College to discuss issues related to the skills agenda in the North East.
- 124 It was also noted that since the last meeting, the Court had approved by circulation decisions on the following:
- Recommendations on appointments to sub-committees from the Governance and Nominations Committee
 - Recommendations from the Audit and Risk Committee on revised Financial Regulations
 - University Response to a Universities UK Employers Consultation on a Modification to the Revised USS Scheme (delaying implementation of inflationary cap)
 - University Response to Universities UK Short consultation on University & College Union proposal to conclude the USS 2020 valuation
 - The Court had also been notified by circulation that on the recommendation of the University Start Up and Spin-Out Group the Principal had, under powers delegated to him by Court, agreed that the University as a share-holder in Enocell Ltd, give consent to the Director's application to wind-up the company, it having been declared insolvent. It was agreed that it would be helpful for the Court to receive a presentation or briefing on the risks and opportunities of spin-out work at a future meeting.

REPORT FROM THE SENIOR GOVERNOR

- 125 The Court received and noted a report from the Senior Governor, Julie Ashworth, on the meetings and activities she had undertaken since the previous meeting (*copy filed with the principal copy of the Minutes*).

REPORT FROM THE PRINCIPAL AND UPDATE ON HE SECTOR/UNIVERSITY DEVELOPMENTS

- 126 The Court received a report on recent policy developments relating to higher education and the recent achievements of staff and students at Aberdeen (*copy filed with the principal copy of the Minutes*). In addition to the report, the Principal provided an update on the ongoing national industrial dispute on pay and pensions and the forthcoming national level pay negotiations for 2022/23. The Principal also highlighted the progress of the University's five Interdisciplinary Challenges noting in particular that Court was meeting close to where much of the Health, Nutrition and Wellbeing challenge work was taking place and to the new Bio-Hub building which would foster new industry and spin-out opportunities on campus.
- 127 The Principal also highlighted the financial reports included separately on the agenda, noting the continued positive financial growth that had been achieved and was forecast to continue in the forthcoming academic year with a surplus position predicted for the fourth year in a row. This represented a level of growth consistent with that of the University's peers and the Principal emphasised how important a platform this was for enabling investment in new staff and facilities as the prerequisites for further growth and success.
- 128 In discussion, the role of the Language Centre in supporting international students in English language requirements was noted and while no direct additional investment was currently planned for the Centre, the University was reviewing the structure for support to international students in this regard including within Schools.

2021/22 FORECAST (REVISED FEE FORECAST FOR JANUARY ENTRANTS)
AS AT FEBRUARY 2022

- 129 The Court received and noted an update on the forecast for financial year 2021/22 following the January 2022 student intake (*copy filed with the principal copy of the Minutes*) which in summary projected a forecast underlying surplus of £3.6M for the year.
- 130 In discussion, it was noted that the University had put in place a significant provision for bad debt with regard to student sponsorship from an overseas government. The University was confident, however, that the issue was one of timing linked to the pandemic and had received assurances that the funding would be received during April 2022.

UPDATE ON THE UNIVERSITIES SUPERANNUATION SCHEME

- 131 The Court received and noted an update on the Universities Superannuation Scheme March 2020 valuation and related benefit reforms, which summarised the discussions and developments that had taken place in regard to these at a national level and which were the subject of an industrial dispute with the University and College Union (UCU) at a number of institutions across the UK. The paper noted in particular that the USS Joint Negotiating Committee (JNC) had now accepted a package of benefit reforms and USS was expected to endorse the changes, although it was expected that the UCU industrial dispute would continue. The paper also noted that the Court had by circulation and on the recommendation of its Pensions Advisory Group agreed to support a UUK proposal to defer the introduction of a 2.5% cap on increases to benefits until April 2025 and that this had been subsequently endorsed by the JNC, with an alternative proposal from UCU not being endorsed.

ANTI-RACISM STRATEGY

- 132 The Court received the University's proposed Antiracism Strategy and a supporting paper which outlined the extensive consultation and work that had been undertaken to develop it. The paper also reported on the wider race equality work undertaken by the University in response to sectoral reports and the Advance HE Race Equality Charter (*copy filed with the principal copy of the Minutes*).
- 133 The Court welcomed the Strategy as a critical element of the University's programme of work on race equality and providing a robust framework for taking forward initiatives to tackle racism in the University. It was confirmed that the Strategy sought to address issues of structural racism.
- 134 The Court noted that the development of an implementation time-line and promotion of the Strategy would be key next steps towards delivering its objectives and monitoring their progress. In that context, the following further key points were noted:
- the importance of ensuring the University's existing complaints and other procedures supported and enabled the reporting of racism, were trusted and efficient.
 - the need to ensure staff at all levels were trained in how to respond to issues of racism
 - the importance of harnessing the current enthusiasm and commitment within the University community to support and deliver the objectives of the Strategy
 - recognising that staff and students were member of the wider community beyond the University and the need to work with others in that wider community to tackle racism;
 - that the Senate had been consulted and had endorsed the Strategy with the expectation that the development of detailed plans in areas such as the curriculum would be progressed within Senate responsibilities.
- 135 The Court:
- (i) Approved the Strategy, noting that one minor change to clarify the heading of section on the awarding gap would be made;
 - (ii) Asked to receive an implementation timeline, to include the provision of staff training, at a future meeting.

- (iii) Agreed that as proposed in the Strategy a member of Court should be assigned with a specific remit on race equality and delegated authority to the Governance and Nominations Committee to take forward the appointment.

GOVERNANCE

- 136 For the following items/minutes 137-145 on Governance (and the report of the Governance and Nominations Committee see minutes (152-154)), the meeting was chaired by Gary McRae, Senior Independent Member, given the Senior Governor's role as Chair of the Governance and Nominations Committee.

GOVERNANCE REVIEW: IMPLEMENTATION PLAN

- 137 The Court received and noted the proposed action plan to support the implementation of the Externally Facilitated Review of Governance undertaken by Advance HE, the findings of which had been previously endorsed by Court and Senior Management Team 23 (*copy filed with the principal copy of the Minutes*). The paper confirmed that the Governance and Nominations Committee had reviewed the implementation plan and would continue to receive regular updates on its progress going forward.
- 138 In discussion, it was acknowledged that, as had been accepted as part of the recommendations of the preceding External Review, the Court would need to have in short-form a clear articulation of its role and in relation to those of the Senate and the Executive. Part of the implementation plan was to translate that into a schedule of decision making authorities and delegations.
- 139 It was noted that the current plan would see a number of matters brought for consideration or approval at the next meeting of Court having first been considered by the Governance and Nominations Committee.

COURT AND COMMITTEE CYCLE

- 140 This Court received a paper which, with the endorsement and recommendation of the Governance and Nominations Committee, proposed the introduction of a 5th Court meeting each year and amendment to the associated frequency and dates for Court sub-Committees (*copy filed with the principal copy of the Minutes*). The proposals aimed to provide space within the Court cycle for the re-introduction of a regular Strategy session, for a Meet the Court type public stakeholder event, to reduce the gap between the current November and Spring meetings of Court and to improve the flow of business between committees.
- 141 In discussion, members noted their support for the proposals provided the additional time and space was preserved for strategic discussions at Court rather than simply an increasing in reports for information.
- 142 The Court approved the proposed changes to the Court and committee cycle and noted the related changes to those of the Senate.

PERFORMANCE REVIEW

- 143 The Court received a paper on a proposed cycle of performance review for the Principal, Secretary & Chief Operating Officer (as accountable to the Court as Secretary to Court), the Senior Governor and Court members (*copy filed with the principal copy of the Minutes*). The proposals had been reviewed by and were recommended to Court by the Governance and Nominations Committee.
- 144 In discussion, it was confirmed that the expectation was that the reviews of individual Court members would be undertaken by the Senior Governor but that these could if required be delegated to another member of the Governance and Nominations Committee to undertake. It was also noted that the participation of members in these processes where their views were sought was very important and had in the past sometimes been inhibited by low response rates.

145 The Court:

- (i) Approved the proposed cycle of performance review as recommended by the Governance and Nominations Committee;
- (ii) Noted that the Remuneration Committee remained responsible for ensuring that the performance of the Principal was assessed on an annual basis and reviewing the salaries of senior staff including the Principal and University Secretary;
- (iii) Noted that the assumption of annual reviews for all Court Members was made and that this was a more regular process of review than required by the Scottish Code of Good Governance. The performance of the Rector would not be subject to a formal annual review, but would be supported by regular discussion with the Senior Governor and the University Secretary, and was ultimately subject to assessment via election by the student body.

COMMUNICATIONS WITH COURT

- 146 The Court received a paper on the proposed approach to communicating with members of Court going forward (*copy filed with the principal copy of the Minutes*) on which the feedback of members was sought.
- 147 The paper took account of feedback received from members and through the governance review process with the proposed approach intended to re-focus communications to support Court Members in their awareness of key developments and University news while reducing the impact of unscheduled communication by email. These would broadly be through:
- E-mail Regarding Court Business – sign posted as either for decision (ie approval or not), for action (eg to return administrative documentation or confirm attendance), or for information;
 - E-mail on Significant University Announcements – these would be determined via the University Secretary with the current practice of sharing all University announcements with Court being discontinued;
 - Weekly “60 second” University News Video Update
 - A new monthly update for Court to summarise any non-formal business, higher education sector information, induction/development opportunities and events
- 148 Members would continue to be able to opt to follow University social and website news channels and daily news summaries should they wish to.
- 149 In discussion, focusing communications towards those relevant to the role of a Court member was welcomed. Members noted that it was helpful to receive specific reminders prior to decisions by circulation closing and the replacement of the current digital board pack software might enable that to be automated. It was unlikely that the software would integrate with wider University communications systems to allow members to opt in or out via it but this would be explored. Suggestions of potential systems that members had used in other roles were welcome. It was also noted that the information provided for decisions, particularly those by circulation, needed to be clear, comprehensive but also concise, to enable members to make that decision.

REPORTS FROM THE SENATE, COURT SUB-COMMITTEES and JOINT COMMITTEES OF THE COURT & SENATE

SENATE

- 150 The Court received and noted a report on the key items of business considered by the Senate its meetings on 1 December 2021 & 2 February 2022, which included reporting of the Senate’s decision to approve proposals for a revised structure for academic year 2022/23 (*copy filed with the principal copy of the Minutes*).

AUDIT AND RISK COMMITTEE

- 151 The Court received a report and verbal summary from the Committee Chair of the key items of business from the Audit and Risk Committee's meetings of 15 December 2021 and 20 January 2022 (*copy filed with the principal copy of the Minutes*). This included recommendations to Court which were considered via a separate agenda item (Minutes 163 to 165 refer)

GOVERNANCE AND NOMINATIONS COMMITTEE

- 152 The Court received a report a report and verbal summary from the Committee Chair of the key items of business from the Governance and Nominations Committee's meeting of 10 February 2022 (*copy filed with the principal copy of the Minutes*).
- 153 The Court approved on the recommendation of the Committee the appointment of Luke Halliday to a current vacancy for an external member of the Audit and Risk Committee, noting that this would add skills and experience in IT, cyber security and digital strategy.
- 154 The Court approved on the recommendation of the Committee the co-option of a further additional external member to the Audit and Risk Committee – creating a further vacancy and taking the number of external members to three. The Court also noted that the University would take forward an open recruitment process for the new vacancy and to a further vacancy arising on the retirement of Mr Peter Milne as an external member on 30 June 2022. Experience at Director level in Finance/Professional Accountancy, Sustainability/Net Zero and People would be amongst the expertise prioritised in the recruitment.

POLICY AND RESOURCES COMMITTEE

- 155 The Court received a report a report and verbal summary from the Committee Chair of the key items of business from the Policy and Resources Committee's meetings of 27 January and 10 March 2022 (*copy filed with the principal copy of the Minutes*). The report covered:
- 156 The Committee's approval of:
- Anti-Racism Strategy
 - Tuition Fees for 2022/23
 - Student Accommodation Fees for 2022/23
 - Aberdeen Sports Village Funding
 - Recruitment and Selection Policy Update;
- 157 The Committee also received reports on
- Annual Report on Redundancy
 - Student Recruitment Updates
 - Draft Financial Planning Assumptions
 - Risk Register Reviews: People *and* Health and Safety
 - Reports from sub-Committees, including the Equality, Diversity and Inclusions Committee, and Estates Committee

REMUNERATION COMMITTEE

- 158 The Court noted that due to the proximity of the Remuneration Committee's most recent meeting to that of the Court, a written rather than oral report would be provided by circulation and the item was not, therefore, discussed.

UNIVERSITY EDUCATION COMMITTEE

- 159 The Court received a report on the key items of business considered by the University Education Committee at its meetings on Tuesday 18 January and Thursday 24 February 2022 (*copy filed with the principal copy of the Minutes*).

RESEARCH POLICY COMMITTEE

- 160 The Court received and noted a report on the key items of business considered by the Research Policy Committee at its meeting on 20 January 2022 (*copy filed with the principal copy of the Minutes*), which had been an extraordinary meeting to consider the report of the Research Culture Task & Finish group.

FURTHER BUSINESS

RESEARCH FUNDING FROM TOBACCO COMPANIES

- 161 The Court received a paper with proposals for a draft institutional policy prohibiting the acceptance by the University of research funding or other contributions in kind from tobacco companies (*copy filed with the principal copy of the Minutes*).
- 162 The Court noted that the paper was intended to formalise a position that the University had held for some time and to clarify this for external stakeholders and funders. The Court welcomed the proposals in principle and it was agreed that before formally approving the document, some further work would be undertaken on the scope of the policy with regard to e-cigarettes and this would be reported back to Court.

AUDIT & ADVISORY CONTRACTS

- 163 The Court received a paper on extensions to the appointment of the University's audit and professional advisory contracts (*copy filed with the principal copy of the Minutes*) which followed consideration by the Audit and Risk Committee. The report noted that there were significant increases in the fees for external audit services but that these were due to increased regulatory requirements and, following a benchmarking exercise, the University's current fee level was shown to be comparatively low, with the proposed fees more in line with those incurred by other Scottish universities. The intention was to consider re-tender exercises later in 2022 although it was noted that market conditions were showing significant increases in audit fees.
- 164 The Court, on the recommendation of the Audit and Risk Committee, approved that:
- the external audit contract with KPMG be extended for a period of one year
 - the internal audit contract with PWC be extended for a period of one year
 - the domestic tax contract with KPMG be extended for a period of two years
 - the international tax contract with PWC be extended for a period of two years.
- 165 The Court also noted that there was now a separate requirement to submit GAAP type accounts to the US Education department. The Court agreed that, on the basis that these would be a restatement of the 2021 Annual Accounts which it had previously approved, to delegate authority to the Chair of the Audit and Risk Committee and the Senior Governor to approve their submission to the US authorities.

PUBLICATION OF RESEARCH EXCELLENCE FRAMEWORK

- 166 The Court received and noted a paper which outlined the timetable for publication of the REF2021 results in May 2022 and the University's plans to communicate the results to the academic community and internal stakeholders (*copy filed with the principal copy of the Minutes*).

ACTIONS IN RELATION TO UKRAINE

- 167 The Court received and noted a paper which provided an over-view of the University's actions following the invasion and attack on Ukraine (*copy filed with the principal copy of the Minutes*).
- 168 The Court endorsed the steps that had been taken, in particular, the University's willingness to accommodate Ukrainian academics rendered refugees by the conflict and, more broadly the commitment it had shown to supporting academic refugees of all conflicts as a signatory to the Council for At-Risk Academics Refugees and through its application to be an accredited

University of Sanctuary. It was confirmed that the University had suspended institutional level collaborations with Russian institutions and that decisions on individual academic relationships with Russian academics would be for those individual members of staff to determine.

- 169 The Court noted the importance of taking a consistent approach to support for the victims of all conflicts. It was agreed that it would be helpful for the Court to have a further discussion around a set of principles to guide future responses by the University to similar issues in other parts of the world.

FUTURE BUSINESS

- 170 It was agreed the Court should receive at a future meeting a paper on the strategy for developing courses and the infrastructure required to deliver these.

RISK APPETITE WORKSHOP

- 171 Following the conclusion of the formal business of the meeting, members of Court and Senior Management participated in a workshop on Risk Appetite.

JOINT SKILLS SEMINAR WITH ROBERT GORDON UNIVERSITY AND NORTH-EAST SCOTLAND COLLEGE

- 172 A joint informal seminar for members of the Court and the board members of The Robert Gordon University and North-East Scotland College to discuss the skills agenda was also held following the meeting of Court on 22 March 2022.

DATE OF NEXT MEETING

- 173 The Court noted that its next meeting would be held on Tuesday, 28 June 2022, 9.00 am – 3.00 pm.

A handwritten signature in black ink, appearing to be 'B. H. ...', written over a horizontal dotted line.

28 JUNE 2022
Date approved